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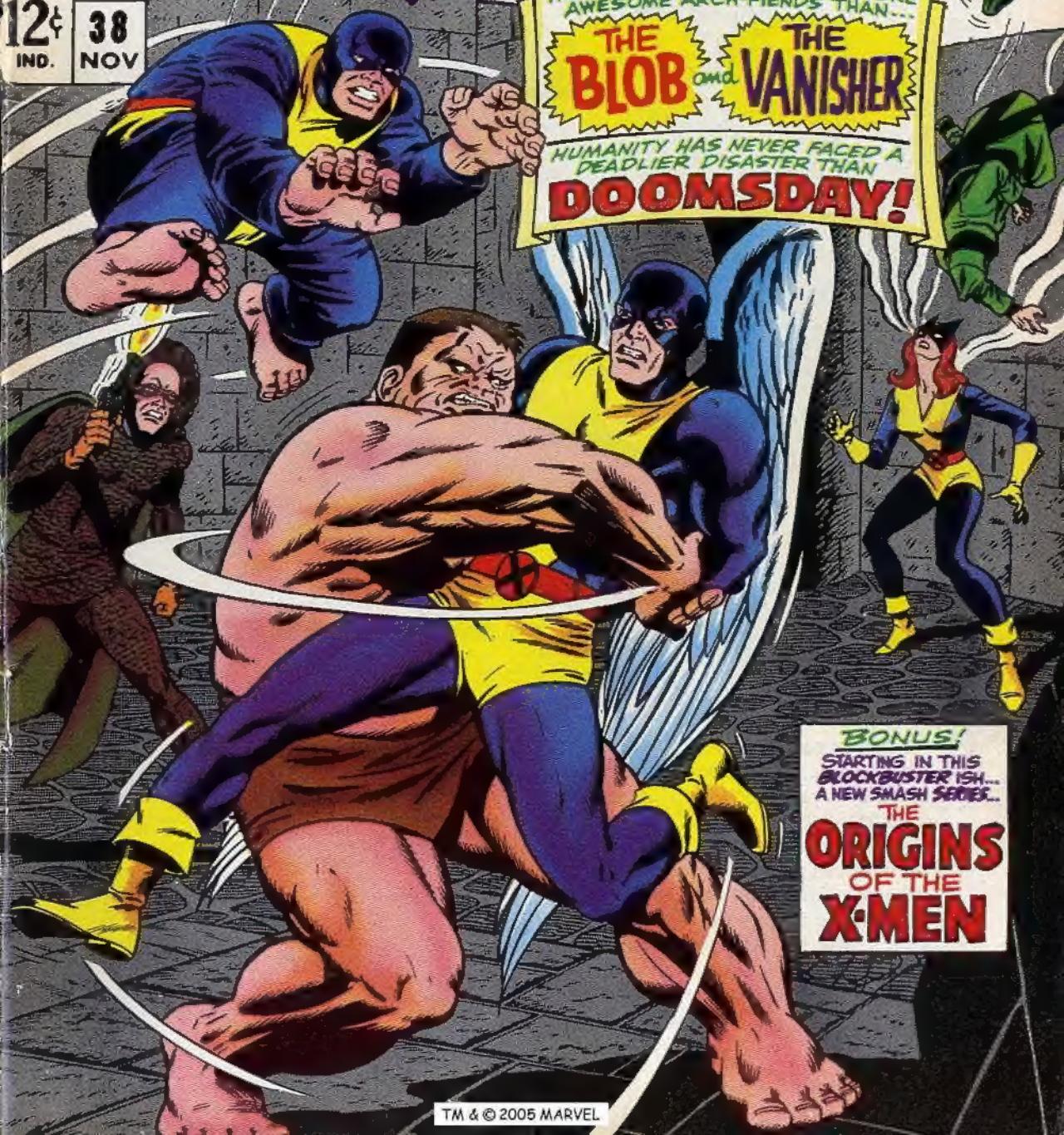
the X-MEN™

HUMANITY HAS NEVER SEEN MORE
AWESOME ARCH-ENEMIES THAN...

THE BLOB

THE VANISHER

HUMANITY HAS NEVER FACED A
DEADLIER DISASTER THAN
DOOMSDAY!



BONUS!
STARTING IN THIS
BLOCKBUSTER ISSUE,
A NEW SMASH SERIES...

THE
ORIGINS
OF THE
X-MEN

Boy, have you got it made.



(Girls with pimples have to mess with
73 different medications to find one that works.)

No messy cover-up tactics with Tackle. Only results. Just hiding acne pimples and blackheads won't help them. Tackle Medicated Clear Gel will. Apply Tackle Gel like an after-shave. This invisible powerhouse medication works to dry up excessive oiliness, helps heal acne infection and tightens pores on contact. That's why it's America's best-selling medication for young men with skin problems. Get some!

SPECIAL TRIAL OFFER from Colgate-Palmolive Company.

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Send to:
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X-MEN! THE MOST UNUSUAL FIGHTING TEAM OF ALL TIME!

The SINISTER SHADOW OF... DOOMSDAY!

SUCCINCT SYNOPSIS
OF THE MONTH:
THE UNCANNY X-MEN HAVE
TAKEN OVER THE MOUNTAIN
FORTRESS OF FACTOR THREE.
ONLY TO FIND THAT IT IS NOW
DESERTED...

SO--YOU HAVE ESCAPED
THE FATE TO WHICH I
HAD SENTENCED YOU--
TO NO AVAIL!

FOR, NOTHING CAN
PREVENT MY FORCES
FROM BRINGING ABOUT
A THIRD WORLD WAR
IN WHICH THE INFERIOR
RACE OF HOMO SAPIENS
SHALL PERISH!

THE MUTANT-MASTER--
THE SINISTER, FOREBODING
KINGPIN OF FACTOR
THREE FOR WHOM WE'VE
SEARCHED THESE LONG,
DESPERATE WEEKS!

YET, EVEN THOUGH WE'VE
SEEN HIM FACE TO FACE,
HE'S STILL AS MUCH OF
AN ENIGMA AS EVER!

IT'S A GIANT VISUAL IMAGE
OF THE MUTANT-MASTER...
MOCKING US!!

WE MUST FIND
A WAY TO STOP
HIS MAD SCHEME--

BUT HE SEEKS
SO SURE OF
HIMSELF--SO
RUTHLESSLY
CONFIDENT!

THAT'S THE WAY ALL
WORLD-BEATERS
HAVE BEEN--UNTIL SOME-
BODY TOOK THEM DOWN
A PEG!

SAULIN' STAN LEE EDITS
AND ELSEWISE ENHANCES A
ROY THOMAS-DON HECK
SHIMMERING CHEF D'OEUVRE!

INKED BY:
GINGERLY
GEORGE BELL

LETTERED BY:
ELFISH
L.P. GREGORY

THE X-MEN is published by CANAM PUBLISHERS SALES CORP. OFFICE OF PUBLICATION: 625 MADISON AVENUE, NEW YORK, N. Y. 10022. SECOND CLASS MAIL PRIVILEGES AUTHORIZED AT NEW YORK, N. Y. ADDITIONAL ENTRY AT Meriden, Conn. Published monthly. Copyright ©1967 by Canam Publishers Sales Corp. Marvel Comics Group, all rights reserved, 625 Madison Avenue, New York, N. Y. 10022. Vol. 1, No. 38, Nov., 1967 issue. Price 12¢ per copy. No similarity between any of the names, characters, persons and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. Printed in the U.S.A. by The Eastern Color Printing Co., Waterbury 20, Conn. Martin Goodman, Publisher. Subscription rate \$1.75 and \$2.25 Canada for 12 issues including postage. Foreign subscriptions \$3.25.









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CONTINUED AFTER NEXT PAGE

COIN COLLECTOR SPECIALS!

To gain new friends for our mailing list

Here's your money-saving opportunity to fill those empty spaces in your collections . . . or to start new series collections . . . or to acquire these top-value circulated coins

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10 Different Lincoln Pennies before 1928
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1919-D 1920-D

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1926-S 1928-D

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1928 1928-S 1929 1929-S
1929-D 1930 1930-D

SPECIAL No. 9

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1930-S 1931 1934-D
1935-D 1938-S 1936-D

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1937-D 1938-D

SPECIAL No. 11

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1943-D
1943 1943-S

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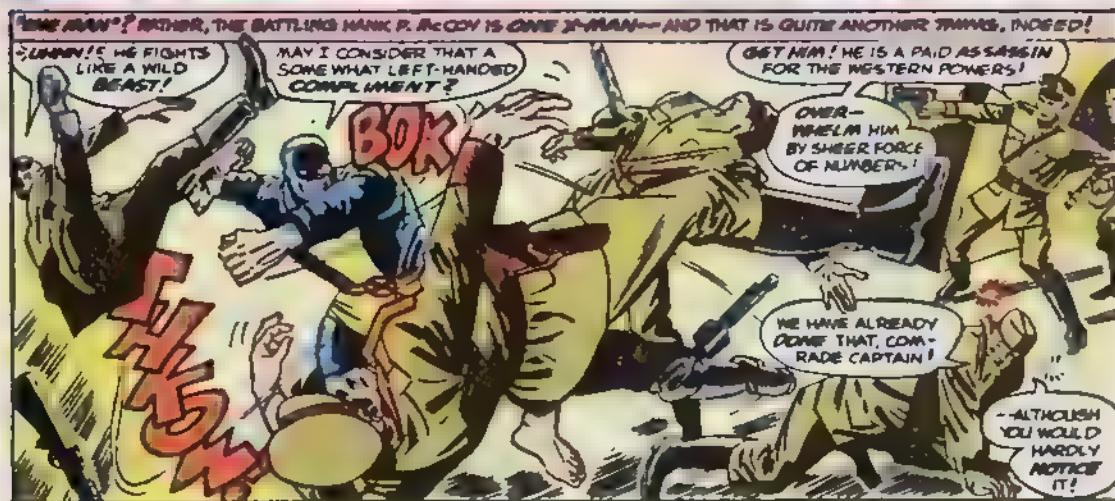
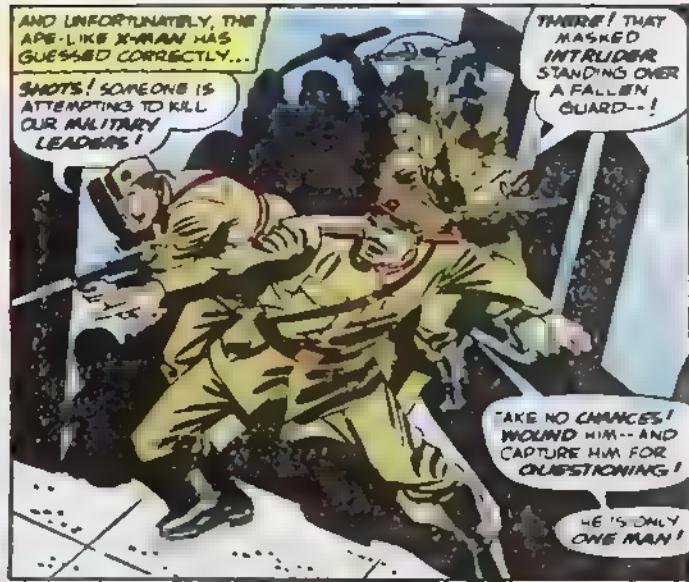
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AT THIS PALL-BEATING POINT FATHFUL ONE, WE REGRET THAT WE MUST HONESTLY INTERRUPT OUR SENSE SHATTERING NARRATIVE--BUT WE THOUGHT THAT AFTER SO THESE MANY ISSUES IT WAS "ME" THAT WE HEARD FROM A DECIDEDLY UNMOBILIZED PROFESSOR X--

YOU'RE MAD, CHANGING--OR WHATEVER YOU CALL YOURSELF! BOTH YOU AND THE SELF-STYLED MUTANT-MASTER WILL SURELY FAIL!

OUR FAITH IN YOUR OVERPRAISED PROTEGES IS MOST TOUCHING, MY DEAR PROFESSOR!

BUT WE HAVE WARNED OUR MILITANT AGENTS TO BE READY FOR THE WARS--AND THEIR INTERFERENCE WILL ONLY BEING THEM... DEATH!

THEY SHALL NOT EVEN LIVE TO SEE THE ATOMIC ARMAGEDDON WHICH YOU SEE MIRRORED ON OUR PREDICTION-SCOPE!

MY MUTATION WILL STOP YOUR INSANE PLAN TO PLUNGE THE EARTH INTO NUCLEAR WAR!

STILL ONE THING PUZZLES ME! IF THE ENTIRE PLANET BECOMES A RADIOACTIVE RUIN--EVEN THE MUTANTS ARE DOOMED TO DIE!

YOU RECKON WITHOUT THE SCIENTIFIC WIZARDRY OF FACTOR THREE, FOOL!

LOOK HOW SIMPLE IT WAS TO DESIGN A DEVICE WHICH ALLOWS YOU TO MEET AND SABOTAGE--YET BE OTHERWISE HELPLESS!

YOU AND THE ACCURSED BANSHEE WERE ALLOWED TO... WE ONLY SAY THAT YOU PAY IN THIS OUR ULTIMATE TRAUMA!

THEN YOU TOO MUST BE DISPOSED OF

IT'S YOU WHO ARE TRULY THE ADOL, CHANGELING NO!

MARK MY WORDS--THE ONE YOU CALL THE MUTANT-MASTER MEANS TO BETRAY YOU--AS SOON AS THE HUMANS ARE DESTROYED! HE--OODOFF!

YOU LIVE, BLASPHEMOUS ONE! NOW BE SILENT--BEFORE I EXECUTE YOU AT ONCE!

WHACK!

JUST THEN WITHOUT WARNING...

NO ONE, LACKIE! IT'S ONLY FOR THE MUTANT-MASTER TO DECIDE WHO'S TO LIVE--AND WHO'S TO DIE!

DO NOT SEEK TO GATHER MORE POWER TO YOURSELF, LEST YOU CALL MY ALL-CONSUMING WRATH!

YOU ARE MERELY AMBITIOUS, UNDERLYING A QUALITY WHICH I DETEST IN THOSE WHO SERVE ME!

IT'S THE MASTER! I FORGOT THAT HIS MOBILE PLATFROM ALLOWS HIM TO MOVE ABOUT AS FREELY AS I!

PARDON, SIRE! I DO NOT ACTIVATE YOUR DEADLY WEAPONS AGAINST ME!

I HERE

NOW BEGONE--FOR I DESIRE TO WORK IN THIS CHAMBER UNDISTURBED BY YOUR CLAMOROUS CHATTER--UNE OUR AGENTS REPORT THAT OUR PLAN HAS SUCCEEDED!

CONTINUED AFTER NEXT PAGE

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AT THAT VERY MOMENT AS A PHRASICAL FATE WOULD HAVE IT, TWO OTHER HUNGRY X-MEN ARE HAVING THEIR OWN PARTICULAR WORLERS.

WHAT IN BLAZES ARE YOU TWO TALKING ABOUT?

DO YOU REALLY EXPECT ME TO SWALLOW YOUR STORY ABOUT A PLAN TO INFILTRATE THIS BASE - AND THE ADDING MISSILES AS A REWARD TO THE IRON CURTAIN?

IN A NUTSHELL, COLONEL! I KNOW IT'S HARD TO BELIEVE, BUT...

HARD TO BELIEVE?

YOU'VE GOT TO BE KIDDING!

IT'S REALLY ABSURD - COMPLETELY BEYOND POSSIBILITY!

NOW I'M GIVING YOU TEN SECONDS TO CLEAR OUT OF HERE - OR I'LL HAVE YOU SOZIED IN THE STOCKADE FOR THE NIGHT!

YOU'RE NOT EXACTLY LEAVING US MUCH CHOICE, COLONEL.

IF YOU DON'T INVESTIGATE OUR STORY, WE'LL HAVE NO CHOICE BUT TO START DESTROYING YOUR MISSILES!

JUST TRY TO BLUFF OUR WAY THRU! AT TALLY THERE ARE FAR TOO MANY MISSILES TO DESTROY IN TIME!

I'VE HEARD ENOUGH! GUARDS... HAVE THE TWO LOCKED UP FOR THE NIGHT WHILE I CALL THE PENTAGON ABOUT THIS!

COME ALONG, YOU TWO PERFECE - HOLY MAMMAM!

SORRY SO DIER BUT YOUR PROCESS IS TOO SLOW!

I'M WITH YOU, LEADER MAN!

COME ON ICEMAN! WE'VE GOT TO ACT - AND EXPLAIN LATER!

WAAA! MY HANDS FROZEN SOLID!

WE'D BETTER TAKE THE SCENIC ROUTE OUT OF HERE - FAST!

TO SIR!

BRRAKKE!

BRRAKKE!

MALT, BOTH OF YOU! I DON'T WANNA HAVE TO SHOOT! OOOKEE!

TO TELL THE TRUTH I DON'T MUCH WANT YOU TO, PAL!

HOW'S THAT FOR AN EVER LOVIN CONVERSUS?

FURP!

YET, EVEN AS THE DESPERATE TEENAGERS RUSH OUTSIDE...

WHAT DID YOU SAY SIR?

YEAH I HEARD YOU RIGHT!

OKAY CHARLIE - THE COLONEL SAYS WE'VE GOTTA STOP THOSE TWO GUYS OVER THERE - NO MATTER HOW!

IT'S NUTTY - A NUCLEAR BLASTED MISSILE BASE AGAINST TWO CRAZY KIDS IN COSTUMES!

BRRAKKE!

BRRAKKE!

BRRAKKE!

BRRAKKE!

BRRAKKE!

BRRAKKE!

BRRAKKE!

THE NEXT SECOND, A WITHERING BURST OF GUNFIRE RINGS OUT...

LOOK OUT,
VIE! THESE
GUYS MEAN
BUSINESS!

STILL THEY'RE FIRING LOW-
GIVING US A SECOND CHANCE
TO SURRENDER!

WE'VE GOT TO USE THAT
BREAK--IF WE'RE GOING
TO STOP THE EARTH
FROM GOING UP
IN SMOKE!

A dynamic comic book panel showing a character in a blue suit performing a high kick. The word "BRATTA" is repeated in large, stylized, red and yellow letters across the bottom of the panel.

USE YOUR
FULL
POWERS
BOBBY--
TO DESTROY
ALL THESE
MISSILES

WE'LL DO THE BEST WE CAN, KOTTY!
BUT THIS BASE IS MAD -- THERE
ARE HUNDREDS OF MISSILES HERE!

AND THE MILITARY CONSIDERS
US ENEMIES--SO THEY'RE
TOSSING EVERYTHING THEY'VE
GOT AT US!

EVEN IF OUR POWERS
MIGHT LAST LONG ENOUGH
TO TAKE OUT ALL THE
ROCKETS - -

-WILL WE ??

WE'VE GOT TO
LAD--OR DIE
TRYING!

IF WE FAIL, FACTOR THREE
WILL HAVE WON--AND THE
HUMAN RACE IS FINISHED!!

MEANWHILE, THOUSANDS OF MILES AWAY, THREE OTHER MARVELOUS MUTANTS COULD MAKE THE VERY SAME STATEMENT JUST ABOUT NOW...



ALMOST INSTANTANEOUSLY...



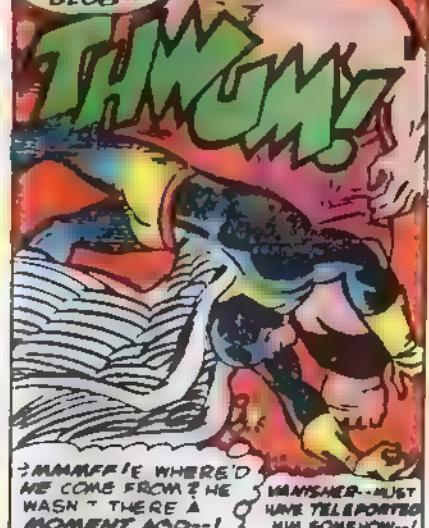
...NOT IF THE HIGH-FLYING ANGEL HAS ANYTHING TO SAY ABOUT IT!



I'VE GOT TO GET PAST THEM ALL--IN TIME TO WARN THE GENERALS IN THE CHAMBER JUST BEYOND!

BUT SUDDENLY, AN IMMENSE, IMMOVABLE FORM SEEMS TO MATERIALIZE IN NARREN'S AERIAL PATH

NOT SO FAST, SONNY BOY! NOTHIN' GETS PAST...THE BLOB!!



SO, YOU WANNA GET INTO THE ACT TOO, RED RIDING HOOD!

WELL, GO AHEAD--FOR ALL THE GOOD IT'LL DO YOU!



THANKS, GAL! I'LL TRY TO MAKE MYSELF WORTH YOUR TROUBLE!

FOR INSTANCE, I'LL START BY MAKING A LITTLE COLLECTION--OF RAY BLASTERS!

STOP HI--=UHHHHH!





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YOUR TITANIC TV
SCREEN, INCLUDING...

**THE
FANTASTIC
FOUR!**

9:30 A.M.



**THE AMAZING
SPIDER-MAN!**

10:00 A.M.

YEP, TIGER... YOU'D
BETTER **BELIEVE IT!**
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MIGHTIEST CREATIONS
ARE NOW MORE EXCITING
THAN EVER!... IN ALL-NEW
ADVENTURES THAT'LL HIT
YOU WHERE YOU LIVE...
AND ALL IN **COLOSSAL
COLOR!**

AND HOW ABOUT THESE
FUN-FILLED FANTASIES... THE
PICK OF THE NEW TV SEASON...
AND THE GROOVIES WAY GOIN'
TO START YOUR WEEKEND!!

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COMICS are here...SATURDAYS!



CASPER THE FRIENDLY GHOST



9:00 A.M. abc GHOSTS

KING KONG!



11:00 A.M. abc ACTION

The BEATLES!



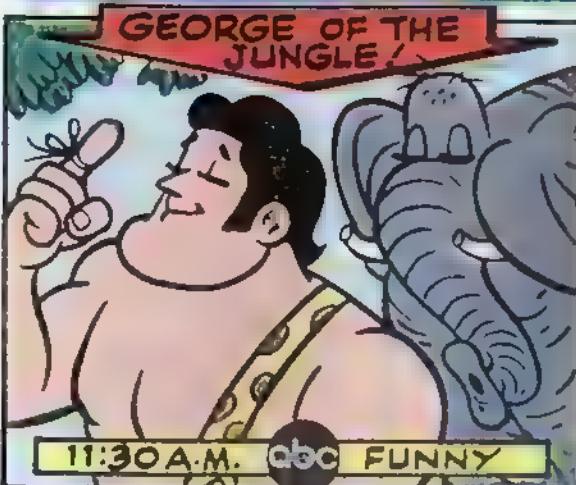
12:00 NOON abc MUSIC

JOURNEY TO THE CENTER OF THE EARTH!



10:30 A.M. abc ADVENTURE

GEORGE OF THE JUNGLE!

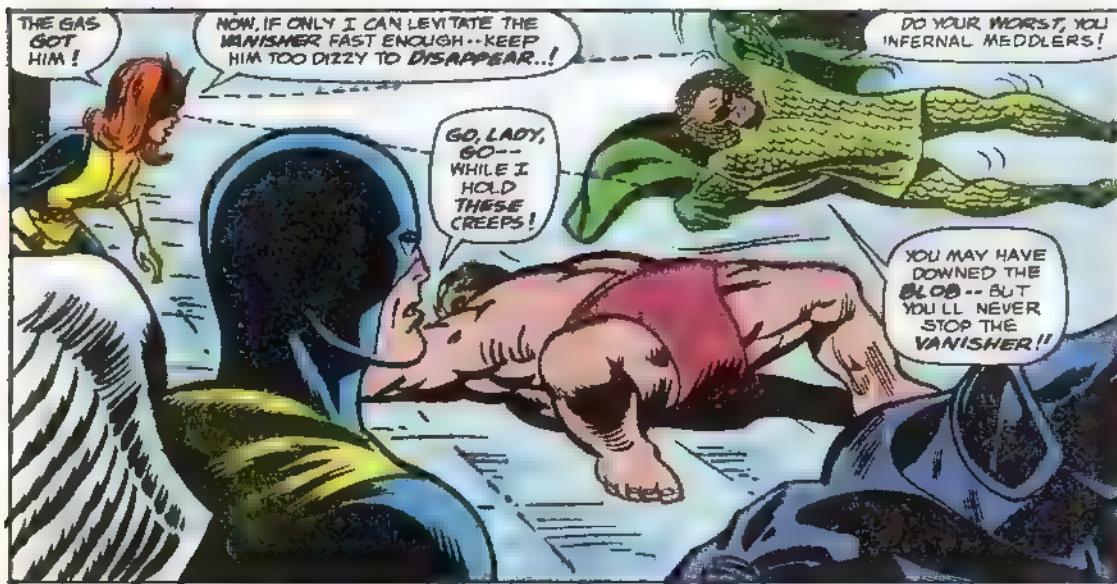


11:30 A.M. abc FUNNY

SO, WHETHER YOU GO FOR SWINGIN' SUPER-HEROES OR SMILIN' SPOOKS.. ROCK'N'ROLL OR JUNGLE HI-JINX.. YOU CAN'T GO WRONG WITH AMERICA'S BEST TV COMICS, ON **ABC**, AMERICA'S GREATEST TV NETWORK!

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ALL TIME EST-CHECK LOCAL LISTINGS FOR TIMES IN YOUR AREA!



QUICKLY, HOWEVER THE HELPLESS PAIR LEARN THE LOCATION OF HANK P. MCCOY--
BUT UNDER SOMEWHAT LESS THAN AUSPICIOUS CIRCUMSTANCES...

JEAN! WARREN! SO
THEY'VE INCARCERATED
YOU, AS WELL!

MY ONLY HOPE WAS
THAT YOU TWO HAD
ELIMINATED OUR LESS-
THAN-HOSPITALITABLE
HOSTS!

AND YET, WHO CAN
BLAME THEM? TO THEM,
WE'RE NOTHING BUT
ENEMY ALIENS--
AND MASKED, AT
THAT!

WHAT ABOUT YOUR
STRENGTH, HANK?
CAN'T YOU HANDLE
THOSE BARS?

NEGATIVE, MY
FEATHERED FRIEND!
HOWEVER, WE HAVE
ONE RELUCTANT
ROOMMATE WHO
CAN--!

WOULD YOU
BELIEVE ... THE
BLOB!!

BUT, HE'S
AN AGENT OF
FACTOR THREE--
LIKE THE VANISHER
AND THOSE
ANDROIDS!

STRANGE...EVEN THOUGH
THERE'S A BOMB SOME-
WHERE NEARBY...ABOUT
TO EXPLODE...

--I CAN'T STOP THINKING ABOUT
THOSE ANDROIDS--AND WHY THE
MUTANT-MASTER MASSACRED THEM--
EVEN FROM HIS MUTANT ALLIES!

MEANWHILE, FROM A POINT
THOUSANDS OF MILES
AWAY SEATED BEFORE A
VAST COMMUNICATIONS
COMPLEX WHICH MONITORS
THE X-MEN'S EVERY MOVE

EXCEPT FOR THE CAPTURE
OF THAT BLUMBLING BLOB--
EVERY PART OF MY FLAW-
LESS PLAN IS GOING
ACCORDING TO
SCHEDULE!

WITHIN MINUTES, AN
EXPLOSION WILL
OCCUR BEHIND THE
IRON CURTAIN--
WHILE A BRACE OF
MISSILES WILL LIFT
OFF FROM THE
UNITED STATES!

AND IN THAT FINAL,
FEARFUL MOMENT, THE
MUTANT-MASTER
SHALL HAVE ACHIEVED...
VICTORY!!

THE FATEFUL
NEXT ISH: FINALE!

MARVEL BULPEN BULLETINS • MARVEL BULPEN BULLETINS • MARVEL BULPEN BULLETINS

INSTANT INFO, INSANELY INSPIRED BY IRRELEVANT ITEMS OF INCREDIBLE INCONSEQUENCE!

ITEM! All of Marveldom assembled sends best wishes to Jolly JACK and ROZ KIRBY on their 25th wedding anniversary. We're beginnin' to suspect that these two have a good thing goin'!

ITEM! We still don't know the exact date but as we write these wondrous words, the adorable ABC Network has scheduled a full hour of Marvelmania for Saturday mornings. It'll open with 30 minutes of FANTASTIC FOUR followed by another 30 minutes of SPIDER-MAN. And as soon as Honest Irv gets his own show then you'll know we've really taken over the world! Anyway, whether it sends you or sinks you, be sure to drop a line to the President of ABC at 1330 Avenue of the Americas, New York City, and let him know that the eyes of all True Believers are open 'n'!



ITEM! How's this for a sensation? We've plumb run out of Tales of Asgard in THOR's natch! so we're replacing that time-honored feature with another little doozy that'll really rock the roost! Starting now — we're highlighting a 5-page featurette starring — hold on now — none other than the incomparable INHMUMAN! If you miss a single one, you'll shake our confidence in ourselves, so hang in there, huh?

ITEM! Dandy DAN ADKINS, Dr. Strange and Sub Mariner and Jaunty J.M. STER ANTO, Nick Fury, Agent of SHIELD have become the newest darlings of Marvel fandom. Together with our other two latest darlings, Merry MARIE SEVERIN, The Human Torch, Black Cat, and Big, Hairy HULKMA, The Avengers, they're gettin' almost as much ave mail as FABULOUS FIVE and JOLLY SALLY put together! That oughta prove something. And as soon as we figure out what it is we can use you in!

ITEM! Just as we promised, we're gonna give you various titles which all you Keepers of the Faith may use when signing your names — in order to allow you enough time to memorize them we'll give you one per month until the list is complete. And so we hereby present the first officially approved Marvel moniker to be used by any frenzied fan who buys at least three Marvel titles per month with unfailing devotion — you D-hallowed hero have now attained the first rung of the towering ladder of Marveldom! You are now, automatically and irrevocably, an RFD — a Real, Frantic One! And, like Abu Ben Adam, may your fr be increase!

Let's meet 26 more
M.M.M.S. members!

Since L. Johnson
Detroit, Mich.
Joseph Savor
Chicago, Ill.

Kenneth McFall
Attn: Mrs. Calif.
Noble McNamee
Honolulu, Hawaii
Larry McNamee
Jardine, Calif.
Doris McNamee
Chicago, Ill.

Kent McNamee
Poco, Calif.
Bill Hamilton
Dinner, Okla.
Arthur Terrell
Los Angeles, Calif.
Dan Helft
Henry, Ill.

Michael McNamee
McNamee, Wisc.
Alan McNamee
Riverside, Calif.
Daniel G. McNamee
Hudson, Mass.
Brian McNamee
Nathaniel Lewis
Jennings, La.

David Lippin
Tinto-Pior, Ont.
Lester Kaplan
Westwood, Calif.
Bob Pandy
Dana, Mich.
Nathaniel Lewis
Staten Island, N.Y.

Mike Lippman
Temple City, Calif.
Joseph Pezza
Waukesha, N.Y.
Fred Raagi
Grand Rapids, Mich.
Barry Metz
Castro Valley, Calif.

Ken Johnson
Shaker Heights, Ohio
Ernie Quigley
Centreville, Va.
Bruce Roberts
Los Angeles, Calif.
Burt Clark
Ebens, Ky.

ITEM! We've another new feature premiering this month — in X-MEN. In answer to public demand, Bernard Public our mail man, we're presenting a 5-page devoted to the hitherto secret Origins of the X-Men! No true mutant lover will dare to miss it!

ITEM! We'll award a genuine non-tarnish no-prize to the first dozen devotees who can guess the off-beat reason why we had to raise the membership price for joining the M.M.M.S. back to one dollar again! Cuz — It's not the obvious reason that you'd be apt to expect!

ITEM! Have you seen the swingin' surprise awaiting you in the current issue of NOT BRAND ECCH? Nothing sensational — merely the one little feature that the whole human race has been holding its breath for! At long last, for the first time any where, we're peerlessly presenting the ag- onizing adventures of — FORBUSH MAN! Need we say more?

ITEM! And how's this for the most exciting combo of the season? Darlin' DICK AyERS is back at the pencilin' end of SGT FURY — with none other than JOHNNY SEVERIN handling the inking chores! We have a hunch that you'll call our team up to these two towering talents the smartest move since Aunt Petunia ducked out of Alcatraz!

STAN'S SOAPBOX!

The mail hasn't stopped pourin' in asking for our comments about the ever-continuing Marvel-Brand Ecch 'n' va! It seems that some of our less than reprobable rivals are still takin' pot-shots at us on the pages of their mags and our own legion of letter-writers has been demanding to know what action we're gonna take. Well we're sorry to disappoint the hawks among you but we really don't feel any action is warranted. Actually, they're not competition. You see, they obviously aim for a totally different type of reader than we do. We don't cater to any special age group, but we do cater to a specific intellectual level. Our regular readers, no matter what their age, have proven to be bright, imaginative, informal and sophisticated! So we don't mind when some of our roughshod rivals aim to outdo us. Although they never bother to mention that they PUBLISH more mags than we! After all, everyone knows there's less of OUR type of people than of theirs. So let them continue caterin' to the bubble-gum brigade — and more power to 'em. The public needs SOME sort of pubin' tht. It's grown up to Marvel! Huff said?



THE MIGHTY MARVEL CHECKLIST

Marvelous Mags On Sale Right Now!

NOT BRAND ECCH #5: The greatest ECCH yet! Featuring the epic battles of the Bulk vs. the Thung, the Revengers vs. Charlie America and — the sensation of the season — introducing the frantic Forbush-Man! **FANTASTIC FOUR #40:** Never has the super-strong Thing been so powerful or destructive, so completely murderous but out of control! Soured on by our maniacal mystery villain, he attempts to crush the ECCH itself! It's a dynamite!

SPIDER-MAN #55: Not only does Spidey fight the battle of his life against the astonishing Doc Ock, but fate deals him one of the most crushing blows of all! Another landmark issue!

AVENGERS #46: Inside the Anthill Webs Death! And a shrunken Goliath and Wasp are the pair of over-irvin' assembled that it's waitin' for — while Cap and Pietro take on a malevolent menace known only as — the Whirlwind! It's a blast!

DAREDEVIL #34: The action takes place at Expo 67 as DD tears into the bludgeonin' Beetle in one of the most block-busting battles yet! It's all Hornhead at his fighting best — and wait'll you see the breath-taking finale!

THOR #146: This is the one you've been demanding! It's Thor as you've rarely seen him surrounded by the most crafty, colorful, conniving crowd of craven crooks — gettin' himself into a deadly dilemma which is more than his super-strength can handle! **SUSPENSE #96:** How can Iron Man defeat a foe whose slightest touch can turn him to helpless stone? You'll never expect the startin' finish! As for Captain America — he earns what it's like to be reborn.

ASTONISH #98: Namor's fabled Atlantis is besieged by the forces of the perfidious Plunderer — while the hoodwinked Hulk is about to make the greatest mistake of his life in the service of the Lord of the Living Lightning!

STRANGE TALES #163: Everybody's favorite Director of SHIELD closes in on the cataclysmic climax to his death-struggle with the Yellow Claw — while Doc Strange is forced to team up with the nefarious Nebulon to save earth from the Living Tribunal! This one's a real mind-snapper!

SGT. FURY #48: The blockbustin' Blitz Squad returns to make a devastating attack on the Howlers' home base in Britain! Huff said!

MARVEL COLLECTOR'S ITEM CLASSICS #12: The FF, the Hulk, Iron Man and Doc Strange in some of their most action-packed adventures of all — in this, the Marvel Age of Comics. Color this one grooveshville!

FANTASY MASTERPIECES #11: The best of three dynamic decades! Cap and Torch from the 40's — Subby and a truly different super hero from the 50's — and a far-out fantasy tale for good measure!

MARVEL TALES #11: The first classic team up for was it a battle royal of Spidey and DD — plus Thor, Waspie, and the ever-torpid Torch! More majestic milestones on the Marvel March to Greatness!

PRICELESS



I'LL MAKE YOU A MASTER OF

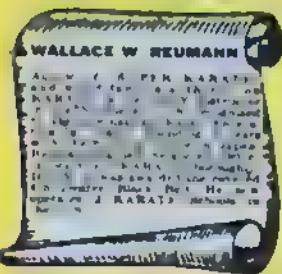
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(Karate is the secret, Oriental art of self-defense that turns your hands, arms or legs into paralyzing weapons... without any bodily contact.)
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only 99¢

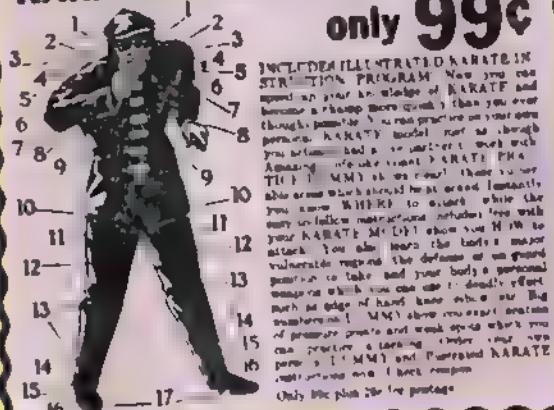
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I spent 3 years in Japan learning the little-known Oriental art of KARATE and was awarded the 6th Degree Black Belt - symbol of the highest possible proficiency. Now I'm ready to show you every secret I learned - and I guarantee I'll make YOU into a KARATE Master in this hours or even less than you paid for my information will be refunded!

You don't have to attend either of my 2 schools where I teach now. You can learn them from KARATE experts. No! I can show you how to practice KARATE in the privacy of your own home with only a few minutes of practice a day. I have a book just off I have about KARATE and SUPER KARATE - probably illustrated and clearly explained.

In this book I take you step by step through the fundamentals of KARATE so that you understand clearly and immediately how these amazing principles operate to make you master of ANYONE you may meet - no matter how big he is or how much he weighs!

YOUR BODY IS YOUR PROTECTION!
The result of hundreds of years of development in Japan, KARATE is the Oriental system of self defense in which you turn your hands, arms and legs into instant, powerful weapons of attack. When you know how to use KARATE you disarm and disable your opponent in NO TIME FLAT.

When you apply KARATE techniques you can cut an expresso down with a blow of the side of

your hand. You can throw an attacker from the rear over your shoulder and slam him into the ground. In fact a recent photograph in *Playboy Magazine* shows a 175-lb. girl slamming her 340-lb. Instructor into the practice mat! With KARATE you can disarm an opponent rushing you with his fist - broken bottle or revolver or any kind of bludgeon. You can turn an aggressive attack into your advantage with only your bare hands. Make your arms and your legs. What would you do if you were assaulted by a bully? - or if 1 or 4 hoodlums passed remarks about your girl? - or if you were suddenly mugged from behind? - or if someone came at you with a baseball bat? - If you're like millions of other Americans you'd be absolutely helpless - and you'd be disarmed, humiliated, robbed, beaten, kicked and putrefied in the eye of your girl or friends!

MASTER EVERY SITUATION!

With KARATE you can disarm and disable two, three and even four attackers. You can apply a simple pressure of your thumb and finger against any one of a dozen vital nerve centers of your opponent and watch his gun or knife fall from his limp hand while he himself sinks to the ground completely helpless and faint!

You can calmly watch a bully come at you with clenched fist - and see him sail over your head without having had any contact with him other than with the sole of your shoe! When you

complete my instructions you'll be ready for ANYONE - for ANY emergency - and you'll feel super-confident of being able to handle any situation perfectly. In fact a knowledge of KARATE will turn you into a NEW MAN even if you never actually have to use it. For you will become self-assured and completely confident of yourself and your ability to handle yourself. You will walk with a determined and confident step - you look any man in the eye - and you'll walk the streets with the knowledge that **NOTHING** can frighten you - that you can deal with any man, any weapon, any situation - and that you can do all this with **NO bodily contact!**

Costs ONLY 99¢

You owe it to your own peace of mind - to your loved ones - to be able to defend yourself. In these days when attack may come at any time from anywhere you need and want **SELF-PROTECTION**. So read, no post - **99¢** for the complete *INSTRUCTIONS ON KARATE* for the amazing low price of only 99¢ plus 4¢ for postage and handling. If this and your friends don't buy KARATE, they have made a terrible mistake. You can get **99¢** - or **any amount** can be refunded if you order now. I'll include without extra charge your personal membership card in the American Karate Federation.

Playboy Magazine says "bare-fisted violence"

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Order both the SUPER KARATE Book and GIANT LIFE-LIKE DUMMY for only \$1.98 prepaid and **RAVE**. Do just check box in coupon below. We pay all postage and handling.

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Rush your special Combination money-saving package of SUPER KARATE BOOK and GIANT DUMMY. I enclose \$1.98 on payment in full (I save 3¢ & Ship in plain wrapper. My friends and I must be delighted with my amazing new power or you refund my money - I do).

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I understand that by studying KARATE I am morally bound and obligated never to practice KARATE as an aggressor (only to defend myself) and will never abuse it.

HANG LOOSE, FRANTIC ONES... 'CAUSE THIS IS WHERE IT'S AT... ALL THE LATEST GROOVY GOODIES FROM THE BLUSHIN' BULLPEN BARGAIN BASEMENT!

WHERE ELSE COULDJA GET EIGHT FULL-COLOR 12" X 16" INCH POSTERS OF YOUR FAVORITE SWINGIN' SUPER-HEROES FOR ONE MEASLEY BUCK?

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NUFF SAID!

BRAND ECHH!

HANG LOOSE!

SHEESH!

FACE FRONT!

FURTHERMORE, YOU WON'T CATCH THE BRAND ECHH COUNTRY STORE SELLING GIANT-SIZE, 2 1/2" X 3 1/2" FOOT FULL-COLOR POSTERS OF SPIDEY AND HULKY FOR THE MEERE PITTANCE OF ONE DOLLAR FOR SPIDER-MAN AND ONE DOLLAR FOR THE HULK!

THEN, JUST TO MAKE SURE WE HOOK YA, WE'RE THROWIN' IN... FREE... THE GL TZEST GIMMICK SINCE KING KORN STAMPS, WHICH IS, A SUPER-HEROES CLUB MEMBERSHIP CARD WITH EACH AND EVERY ORDER!

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(BUTTONS 1 1/4 INCHES IN DIAMETER)

SO, DON'T DELAY, MARVELITES! GET THOSE HARD EARNED DOLLARS COMING IN AND BE ONE OF THE FIRST IN YOUR MMNG CHAPTER TO BECOME A POAMG (POSSESSOR OF ALL MARVEL GOODIES).

RUSH ME 8 SUPER-HERO POSTERS!
I ENCLOSE \$1.00
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RUSH ME ALL 5 BULLPEN BOOSTER BUTTONS.
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(PLUS 25¢ FOR HANDLING)

RUSH ME THE GIANT-SIZE POSTERS OF SPIDER-MAN OR THE HULK!
I ENCLOSE \$1.00
FOR SPIDER-MAN
I ENCLOSE \$1.00
FOR THE HULK
(PLUS 25¢ FOR HANDLING)

DON'T FORGET MY RICHLY-DESERVED SUPER-HEROES FREE MEMBERSHIP CLUB CARD

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This is the largest selection we've been able to offer the public recently.

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1909 \$.30	1918D	.25	1929	.10	1939	.10	1947S	.10	
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1910S \$.50	1919D	.25	1929D	.20	1939D	.25	1948D	.10	
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1913 .35	1922	4.50	1932	1.50	1941S	.10	1950D	.15	
1913S 4.75	1923	12	1932D	1.50	1942	.10	1950S	.15	
1913D 2.00	1923S	2.75	1933	4.00	1942D	.10	1951	.15	
1914 .35	1924	15	1933D	.10	1942S	.20	1951D	.15	
1914S 6.50	1924S	1.50	1934	.10	1943	.15	1951S	.15	
1915 .125	1925	10	1934D	.55	1943D	.25	1952	.15	
1915S 1.25	1925S	40	1935	.10	1944S	.30	1952D	.15	
1915D 6.00	1925D	50	1935D	20	1944D	.10	1952S	.15	
1916 .125	1926	.10	1936	.10	1944S	.12	1953D	.15	
1916S 1.10	1926D	35	1936D	.20	1945D	.10	1954	.40	
1916D .55	1927	10	1937	.10	1945S	.10	1954D	.15	
1917 .10	1927S	1.00	1937S	.20	1946	.10	1954S	.25	
1917S .45	1927D	.30	1937D	.15	1946D	.10	1955	.15	
1917D .35	1928	12	1938	.10	1946S	.10	1955D	.15	
1918 .12	1928S	60	1938D	.70	1947	.10	1955S	.85	



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BEHIND TRIPLE-LOCKED STEEL DOORS... IN A FORBIDDEN & SELDOM VISITED SECTION OF PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS... STAND ROW UPON ROW OF COLD SILENT FILE CABINETS...



YET, IF THEY COULD BUT SPEAK THEY WOULD UNVEIL A TREASURE-TROVE OF LITTLE KNOWN INFORMATION ON COUNTLESS SUBJECTS... FROM THE TRIVIAL TO THE UNIMAGINABLY VITAL...



AND ONE OF THESE MYRIAD METAL DRAWERS... IDENTIFIED ONLY BY AN INNOCUOUS TYPEWRITTEN CARD... HIDES THE MOST CAREFULLY-GUARDED SECRET OF ALL...

Subject:
MUTANTS
Sub-topic:
The X-MEN

"THE SECRET HISTORY OF THE MYSTERIOUS BEINGS KNOWN AS... THE X-MEN!!

BEGINNING... THE MOST-REQUESTED SUPER-HERO SERIES IN MARVELDOM:

THE ORIGINS OF THE X-MEN!

"A MAN CALLED X"

PARADOX CALLS OUR SAGA BEGINS NOT IN THE SOMBRE HALLS OF THAT UNIQUE SCHOOL, BUT IN A HEAVILY-GUARDED BUILDING IN OUR NATION'S CAPITAL, IN THE MIDDLE 1960'S... AS A TV PROGRAM IS INTERRUPTED BY AN URGENT NEWS BULLETIN...

...AND, HERE YOU SEE THE REACTION OF THE CROWD TO THE DISCOVERY THAT ONE AMONG THEM WAS A SUPER-POWERED MUTANT!

LUCKILY FOR HIM... OR PERHAPS FOR THEM... THE MUTANT FLED, RATHER THAN FACE THEIR WRATH!

MEANWHILE, SCENES LIKE THIS ARE BEING ENACTED ACROSS THE COUNTRY! IN THE MIDWEST...

THAT'S ENOUGH, BILL! TURN THE SET OFF!

I'M CONVINCED WE'VE GOT TO ACT... TO BEGIN AN INVESTIGATION OF THIS SO-CALLED "MUTANT MENACE!"

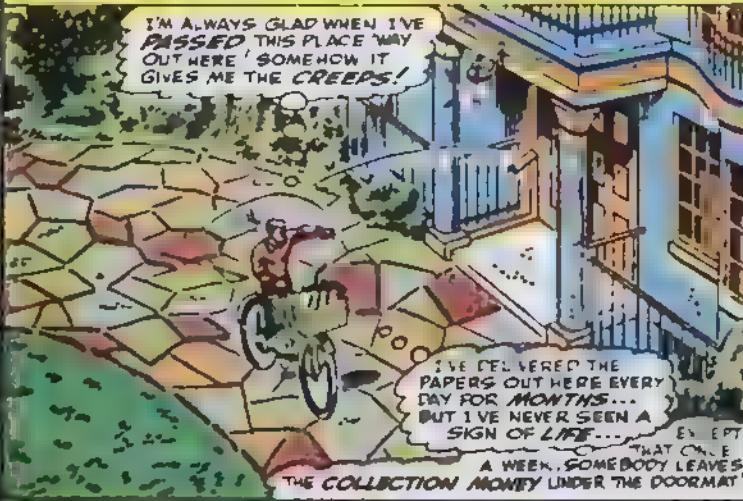
IT'S YOUR DECISION, FRED... BUT, I SUGGEST WE LET THE PAPERS IN ON IT!

MANY CITIES ARE REPORTING CONDITIONS OF NEAR PANIC!

STAN LEE PROUDLY PRESENTS A PACE-SETTING PINNACLE OF PERFECTION BY ROY THOMAS AND WERNER ROTH!

OF COURSE JOHN VERDOORTEN, INKER, AND SAM ROBBEN, LETTERER, ALSO DID THEIR PALPITATING PART!

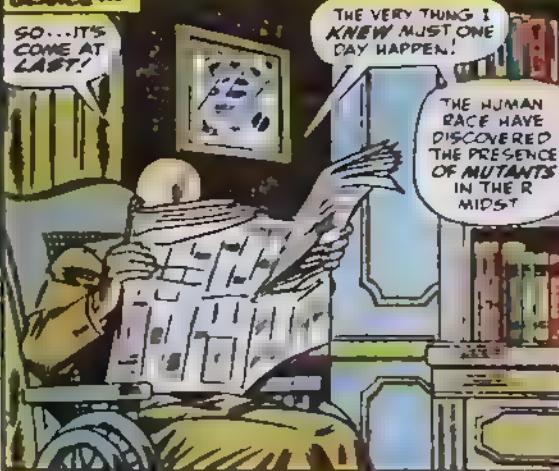
“THUS IT IS THAT A FATEFUL CHAIN OF EVENTS IS BEGUN...ONE WHICH IS TO HAVE THE GRAVEST IMPLICATIONS FOR MANKIND! FOR THE FOLLOWING MORNING, IN NEW YORK'S WESTCHESTER COUNTY...



“YET NO SOONER HAS THE UNEASY LAP FADING INTO THE DISTANCE THAN THE FRONT DOOR SLOWLY OPENS... AND A GAUNT HAND APPEARS...



“MOMENTS LATER, IN THE GLOOM OF A SEMI-DARKENED STUDY, A PAIR OF TRAINED EYES READ THE FEATURE STORY... DIGESTING EVERY WORD AT A FLEETING GLANCE...



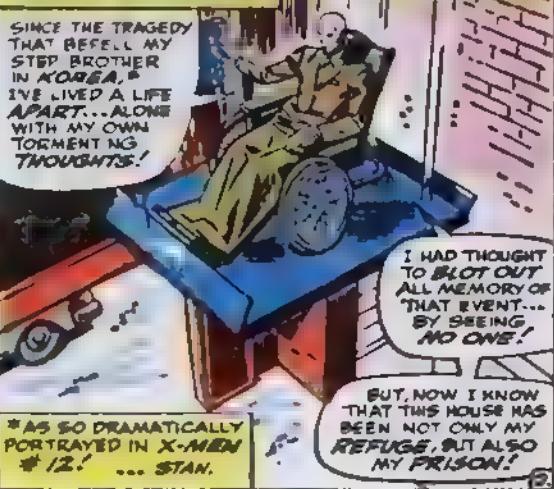
“ACCORDING TO THIS ACCOUNT, THE FBI'S BEGINNING A SPECIAL INVESTIGATION... AS OF TODAY!”



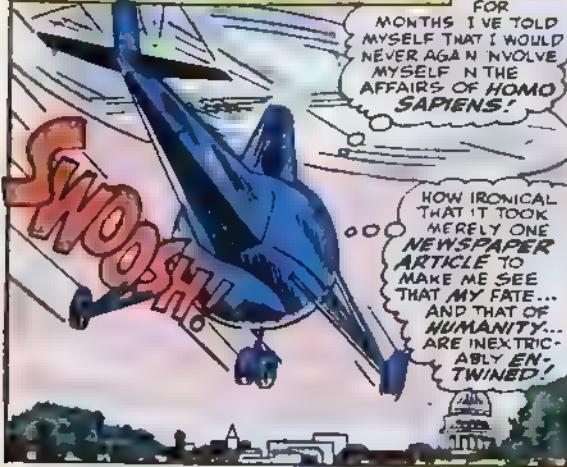
“AND SO, HIS MIND FIRMLY DECIDED ON A COURSE OF ACTION, THE MAN NAMED CHARLES XAVIER WASTES NOT A SINGLE SECOND...



“LIKE A MAN PLAYING A ROLE WRITTEN BY DESTINY ITSELF, PROFESSOR XAVIER MOVES TO A SPECIALLY-DESIGNED ELEVATOR...



IN A REMARKABLY SHORT TIME, A HIGH-SPEED HELICOPTER IS STREAKING ACROSS THE POTOMAC RIVER ... TOWARDS A VERY DEFINITE GOAL ...



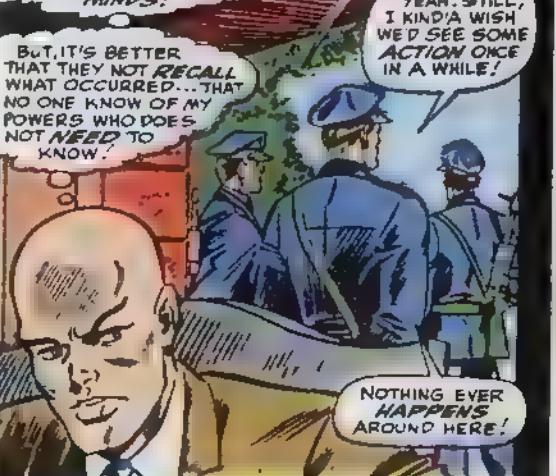
MINUTES LATER, IN FRONT OF A CERTAIN STRUCTURE MENTIONED IN THE NEWSPAPER ...



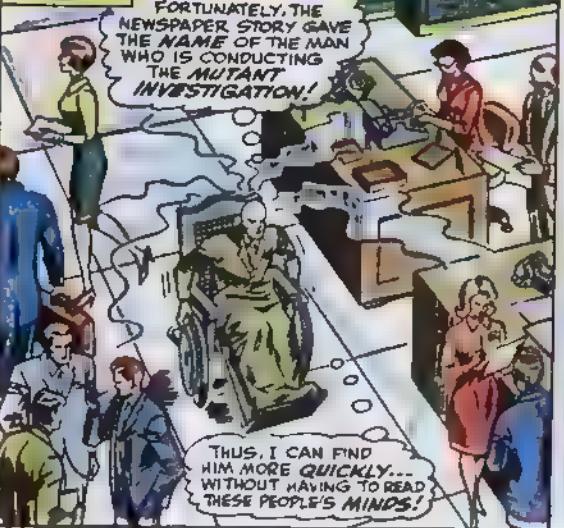
THE NEXT SECOND, WITHOUT WARNING ... WE WILL REMEMBER YOU SHALL SEE ME ENTER ... ALL OF YOU! ... NOTHING!



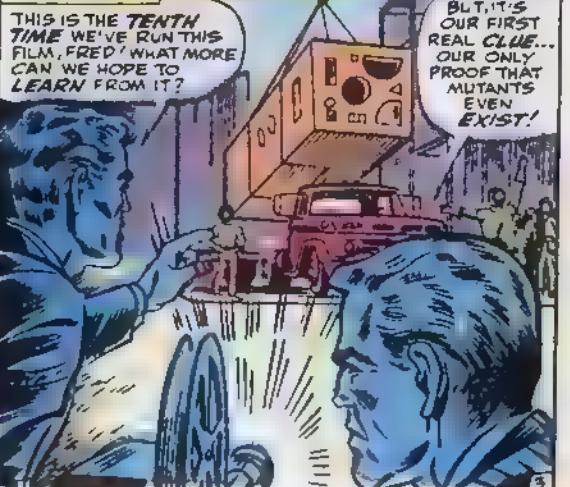
IT WAS A SIMPLE MATTER FOR ME TO MENTALLY OVERWHELM THEIR NON-MUTANT MINDS!

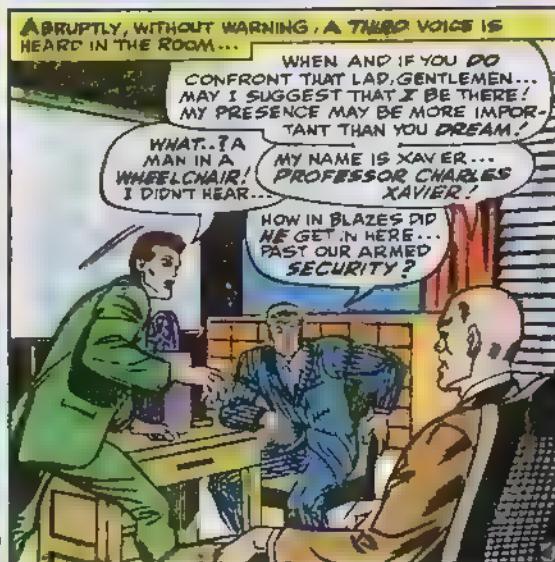
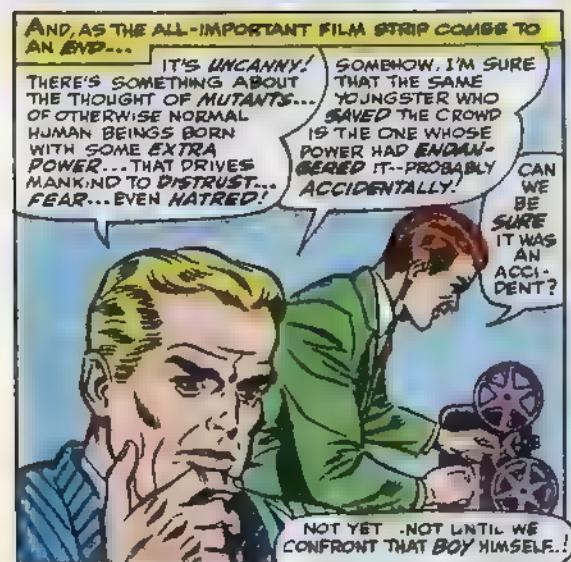
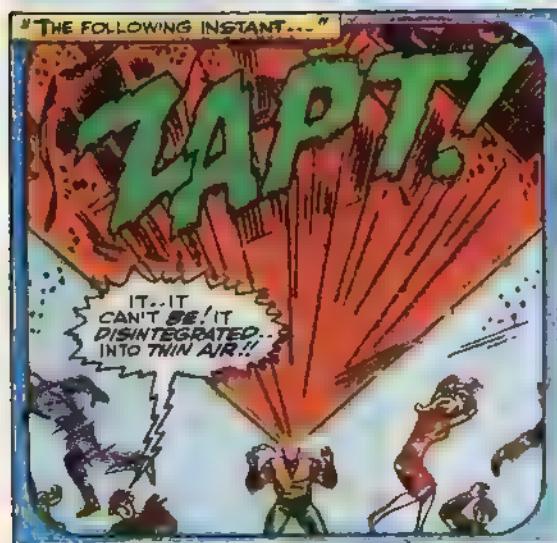
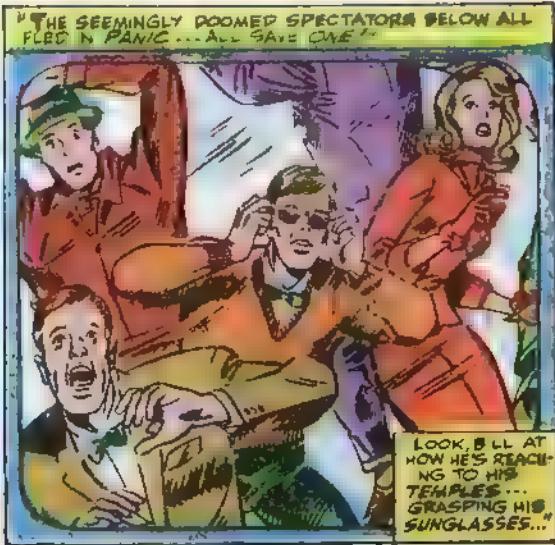
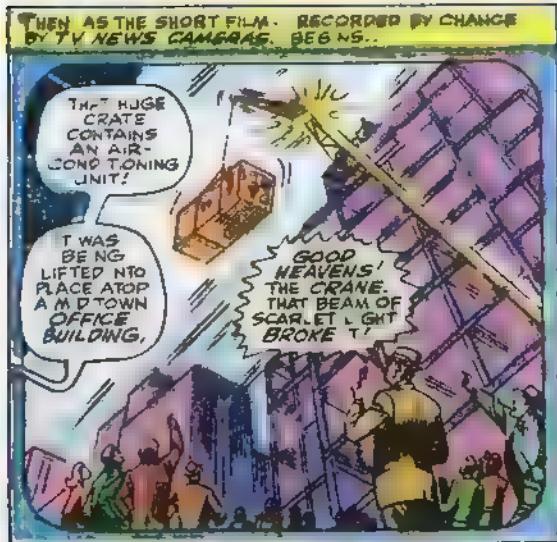


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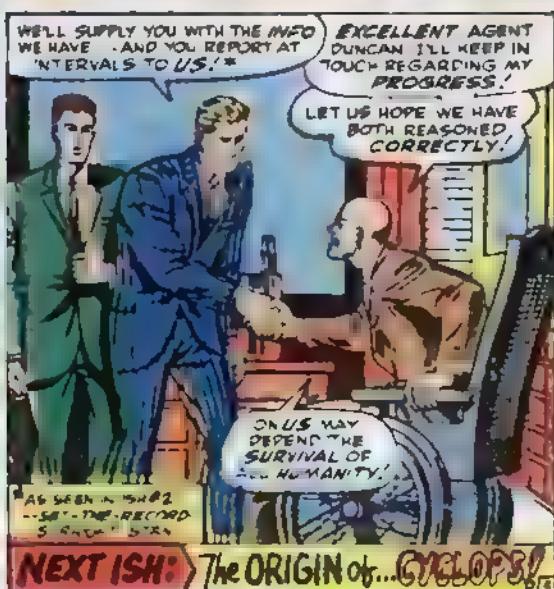
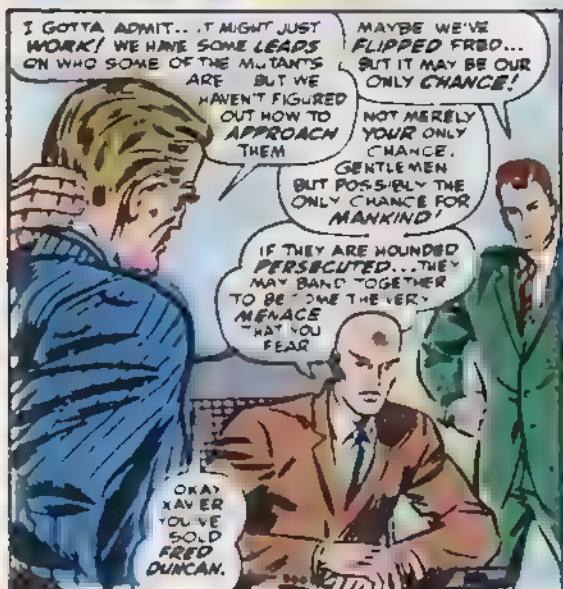
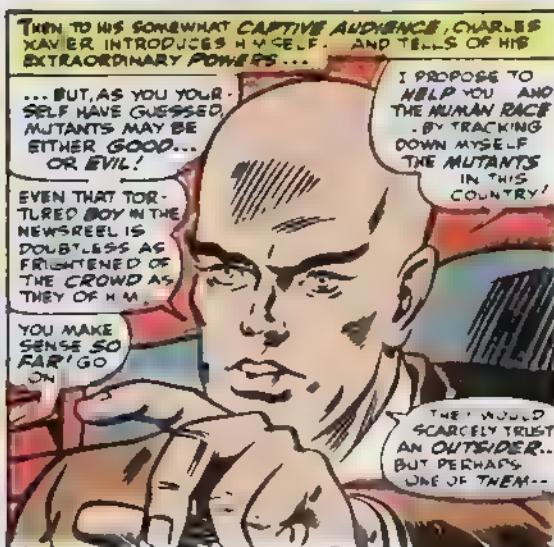
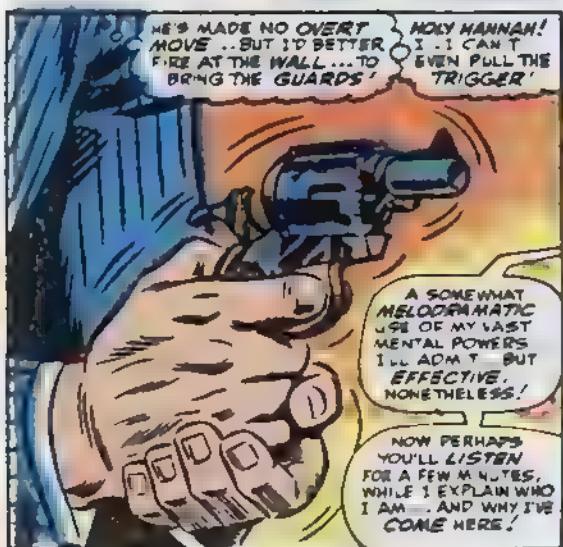
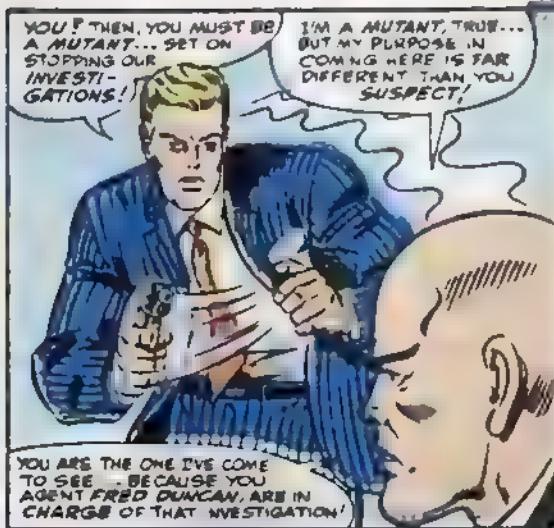
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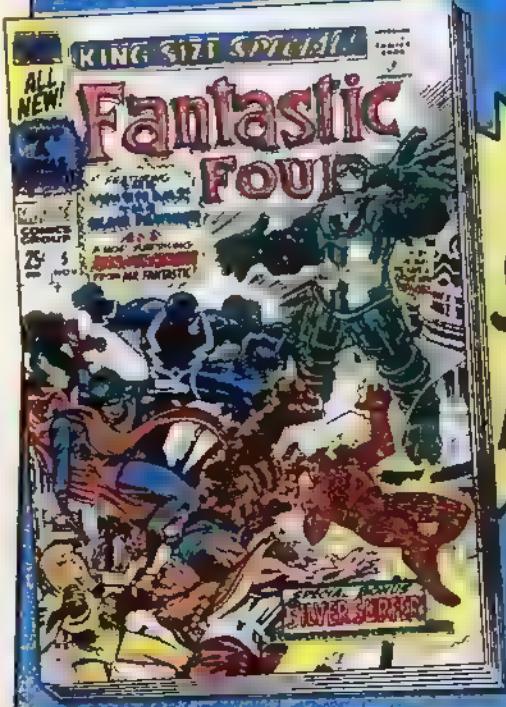
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Dear Stan, Roy, and Werner,

I was just browsing through X-MEN #35 and the story was excellent. Bringing Spidey in was good and all that, but I noticed something very interesting. On page 5, panel 3, the man sitting in the chair wore a glove exactly like Magneto's. I hope it was as I haven't seen him in a long time. Making the Banshee a hero was excellent and I enjoyed the poem in the letters page very much.

Richard Blanco, 421 Mimosa Dr.
Norman, Okla 73069

Glad to hear you dug so many things about X-MEN #35, Rich. But, as you well know by now (at least, we hope you do!), the head of Factor Three is a brand new super-villain — and we think that his startling secret, to be unveiled next issue, will knock you outta your tree! Meanwhile, if it's Magneto you're dying to see, take a look at the liltin' letters page in the current issue of THE AVENGERS! (And, while you're getting ready to look, let us give you a clue — it isn't exactly Millie the Model we're planning to guest-star in that much-lauded mag!)

Dear Stan, Roy, and Werner,

I just had to say that some of your readers must have no common sense. In issue #34, one of the readers complained because Cyke used his opti-blast without moving his visor by hand. Now this critic obviously must not have had much personal experience with an opti-blast of his own, or he would have known that all Cyke had to do was train his blast on the visor at just the right angle and blast the visor up and out of the way. Regarding page 7 where Bobby calls Warren Scotty, it must be that under the extreme tension of the situation, Bobby blew his cool and goofed because he's so used to having Scott leading the way instead of the old soaring star Warren. So all is forgiven for making the X-Men a little more human and a little less like mutants. As for a future issue, how about having Jean transfer from Metro College to down here at old Princeton U? We could use a good looking lass or two. On second thought, maybe I should transfer from here to Metro.

Steve Detweiler, 133 Cuyler, Princeton Univ.
Princeton, N.J.

Hold up a second, Steverino! Before you do anything rash, stick around for a few more issues — 'cause we've got some plans in store for the uncanny X-Men that might just upset your cogent calculations, and far be

it from your benevolent Bullpen to give you frantic ones any traumatic hang-ups! (And, if you can glean any hints of our future plans from that sentence, give yourself one no-prize!) Meanwhile, Stan and Roy thank you for your lucid explanation of Cyke's visor — and a guy named Scott Summers asked us to tell you that he kinda appreciated it, too!

Dear Stan, Roy, and Werner,

Since I've passed my 31st birthday, I hardly ever read a comic anymore, except to relieve the strain of the highly technical books I read to prepare material for my own writing. However, Marvel Comics were among the top few I read during the last years of my comic book stage which lasted till I was 25. Since I'm sure, you're not interested in my personal reading habits, I will get to the meat of this letter. I've read in your letters pages letters written by readers who point out boo-boos you have made, and I said to myself, 'Boo, what fanatics to be so meticulous over a misspelled word!' That is to say, some small error had somehow gotten past your proofreaders. Now I find myself joining the 'Boo' to speak. In issue #34 (wow!) on page 10, you have one of the most glaring errors I have ever seen. Marvel Girl calls Warren Scotty! Iceman calls him Scotty on the same page, and Warren does not object one bit. Also, you have the Angel, Marvel Girl and Iceman passing through the vapors of the river Lethe, thus losing their memories. Yet we can assume that Iceman's ice coating is brought about by a mental process, and it would be the right that if he really lost his memory, his ice coating would melt because of the loss of concentration. I've thought of a reason for you too — the super-consciousness of a mutant will not allow him to forget to sustain his super-powers. I hope you won't fire your proofreaders because of this letter. We all make mistakes from time to time and can overlook any error when we are tired or time is pressing. Keep up your usual excellent standards of comic magazine writing and I will be seeing your works in my home from time to time.

James Middleton, 2142 Sedgewick
Chicago, Ill. 60614

Only from time to time, Jimmie! How about something a bit more definite — like, every month? As a matter of fact, we're gonna exercise our capricious prerogative and send you one of our far-famed free subscriptions to the ever-lovin' X-Men — not because

Now hear this! Please keep all letters no longer than ONE PAGE! Have mercy, mellow ones!

we're unduly impressed by your ripe old age of 31, nor because you're one of the zillions of Marvelites who noticed that Warren was referred to as Scotty, but simply with the greedy thought that, once you start receiving one of our magniloquent mags each month, you won't be able to sleep at night until you buy all the rest of 'em! (Or, Who Says This Isn't The Marvel Age of Tintinnabulatin' Trojan Horses?)

Dear Stan, Roy, and Werner,

I just finished X-MEN #35 and I think it's time you stopped picking on Spidey. I mean he gets into enough trouble with J.J.J. without the X-Men almost killing him, then finding out they made a mistake. Now I guess I have to give you my advice on how to improve the X-Men. First, try to have the Angel do more stunts than simply flying around in circles. The best thing you can do for all of them is to give them eyes. When you see them in real life. In #35 you could only see the Beast's eyes 5 times out of 13. I think it's also time for an X-MEN ANNUAL. But you still have a pretty good comic book — superior to any Brand Echh!

Rich Olver, 607 Terrace St.
Honesdale, Pa.

Well, thanks for that anyway, frantic one! But, rest assured that our ambivalent X-Men artists have been duly warned in the mind-shattering matter of showing the Beast's eyes! After all, we all know how a thing like that can get out of hand. First, they're only shown 5 times out of 13 — then it's 4 times out of thirteen — and, the next thing you know, zowie — you've got Little Orphan Annie in a blue mask! So, thanks for the warning, Mr. Ol!

Dear Stan, Roy, and Werner,

X-MEN #35 was great — especially the cover and the plot. Why were the X-Men so anxious to fight Spider-Man? The Beast wasn't what I expected of him. He has about the same qualities as Spidey except spider-sense, so have more of his strength shown in the future. Scott makes a great leader, and he should use his power beam more often. The Banshee was great in the role he played. Hurry up and get Professor X out of the clutches of Factor Three. Spider-Man never looked better as far as artwork was concerned. When Peter Parker becomes Spider-Man he seems more grown up than usual. So until Iceman puts the cool on the Human Torch, make mine Marvell!

Gerald Newsome
Grethel, Ky.

You know it, Gerry! By the way, you may have noticed that we've been playing up Hank P. McCoy's physical prowess much more of late — and you can look for similar startling changes in the X-Men ishes to come! So keep watching, tiger — we've only been doing the current comics classics so that we'll have something to top in months to come!

Dear Stan, Roy, and Werner,

The X-Men have been steadily improving, and steadily joining the rest of the Marvel world. The inclusion of Dr. Strange and the Crimson Bands of Cyttorak was a natural and, at the same time, a surprise. The more you interrelate your different comics, the better they are. Suggestions — I'm a romantic, and I favor all the young lovers. I think that with a suitable incubation period, the romance between Scott and Jean has everything needed. Scott needs a counselor, not a control for his beams. They aren't the threat he thinks, unless you're putting us on when he adjusts his power to light or full intensity. The Beast is one of your best characters, almost the only powerful hero who is also gentle. Continue him as a poetic giant. I also feel you have the right character for Warren — I think you can get all the fraternity types to identify with him. Before I sign off, have you ever thought of Mendel's laws as they apply to mutants? Are all the X-Men the sole products of their parents' marriages? Such dramatic mutations as they have would be very inheritable. Anyway, let's see something more of their families!

Paul Sanford, Occidental College
Los Angeles, Cal.

Have no fear, Paul — you're slated to learn much, much more about the families and friends of our much-abused mutants in our brand new "Origins of the X-Men" series! In addition, we might just toss a few tidbits of intimate info at you in the pages of the regular X-Men stories, as well — and we'll keep trying to throw in a few surprises whenever we get the chance! It's not exactly easy to make up these fantabulous family trees as we go along — but, what the hey! As long as it's for our ever-faithful Marvel-loving multitudes, that makes it all worth while, Marvelite!



Dear Stan, Roy, and Werner,

In X-MEN #34 I thoroughly enjoyed the plot and felt the story had plenty of action (as it usually has) and sufficient plot development. The cover was extra-super terrific. The artistry was excellent, especially on page 11, 18, 17, and 19. If they were all like #34, I'd pay twice the price. Just one question — what happened to Professor X?

Kevin Hamilton, 52 Bishop Blvd.
Ottawa, Ont., Canada

By now, Kev, you know that the illustrious Charles Xavier (not to mention the boisterous Banshee) is the prisoner of Factor Three, and is being shuttled back and forth all over the gallopin' globe! But, don't worry — we'll get our skin-headed savant rescued one of these first ishes — if only so that we can get him captured again! Hooo boy!

NEXT ISH: We've tentatively titled our next block-busting ish "The Fateful Finale!" — and that's about all we can tell you about it just now, 'cause we're still frantically plotting the last fantastic episode of the Mutant-Master's mad scheme to conquer a war-devastated earth! Of course, we do know a few little details of that landmark ish — for example, that the uncanny X-Men will battle the Blob and Company in a senses-shattering showdown destined to be the talk of Marveldom; that we'll all finally learn the mysterious mutant power of the enigmatic Changeling; and that, at the end of the scintillating story, there'll be a dramatic, long-awaited change in our magnificent mutants! (If we don't forget what it's supposed to be, that is!) So, it's probably safe to predict that you'll treasure X-MEN #39 for a long time to come — at least until the next ish, anyway! 'Nuff said!

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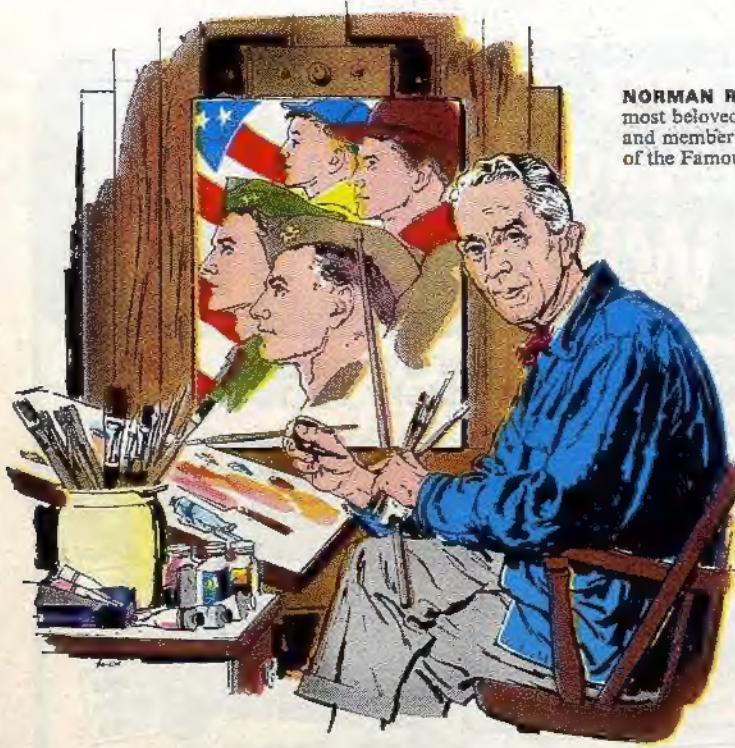
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Street

City

State Zip

"We're looking for people who like to draw"

says **NORMAN ROCKWELL**

Today hundreds of men and women who never thought they could be artists are working at easels and drawing boards, making pictures and getting well paid for it. They all can thank a group of famous artists who have devoted much of their time and talent to helping others find success in art.

Some of the People the Famous Artists Have Helped

Carl Koch was an 18 year old apprentice in a Chicago art studio when he enrolled. Today he prepares ads for such companies as General Motors and Firestone—has won five gold medals.

Howard Sanden of Minneapolis took the Course while still in high school. He is now a successful artist—last year he and his wife traveled through Europe and the Middle East on important art assignments.

Paul Sullivan enrolled at 14. His Famous Artists training helped him work his way through college.

Stan Bowen, father of three children, was trapped in a dull, low-paying job. By studying with FAS he

became a sought-after illustrator, has opened his own studio.

With Famous Artists training Rosemary Roberts was hired by a top department store as an artist—with a big chance to advance.

Oregon housewife Helen Tryk lives 150 miles from the nearest big city. But she does fashion illustration, has her own studio, runs an art workshop, does portraits.

A Plan to Help Others

It started over 18 years ago when a group of America's most successful artists—men like Albert Dorne, Norman Rockwell, Jon Whitcomb, Al Parker and Stevan Dohanos—met in New York City. They knew that all over America there were people who liked to draw who could be turned

FOUNDING FACULTY OF FAMOUS ARTISTS SCHOOLS

NORMAN ROCKWELL	FRED LUDEKENS
JON WHITCOMB	BEN STAHL
AL PARKER	ROBERT FAWCETT
STEVEN DOHANOS	AUSTIN BRIGGS
GEORGE GIUSTI	HAROLD VON SCHMIDT
PETER HELCK	ALBERT DORNE